

X. PLAN IMPLEMENTATION

This implementation element describes the methodology to be utilized in future processing and review of development plans for the Atlas Specific Plan, outlines phasing strategies and improvements to be provided in conjunction with specific plan implementation, and discusses financing mechanisms for the proposed improvements.

A. PROCESSING AND REVIEW

The Atlas Specific Plan consists of seven separate sites, five of which are currently developed. The five developed sites include the Town and Country Hotel and Convention Center, Hanalei Hotel, Mission Grove Office Park, Kings Inn, and Mission Valley Inn. Little or no additional development is proposed on two of the five currently developed sites. These sites include the Kings Inn and Mission Grove Office Park. Future processing and review of proposed improvements at these two sites will involve obtaining the necessary land development permits for grading or building construction. City review of these permit applications will ensure consistency of the proposed improvements with the design criteria included in this specific plan.

Plans for development on four sites within the specific plan area (Town and Country, Hanalei Hotel, Hanalei Tower, and Mission Valley Inn) must be processed under the requirements and procedures of the Planned Commercial Development (PCD) permit process (Section 109.0910). It is understood that individual development projects for these sites will be permitted to develop as long as the individual development projects are consistent with the uses, intensities and guidelines established within this specific plan. In all cases, the decision to approve, conditionally approve, or disapprove the application for any PCD within the Atlas Specific Plan shall be based on conformance of that application to this specific plan.

The 3.70 acre Evelyn Terrace site is being reserved for irrevocable dedication for off-ramps associated with the proposed I-8/Via Las Cumbres interchange. No development is proposed for this 3.70 acre site.

The City Planning Director may approve minor adjustments to the Atlas Specific Plan so long as those adjustments are in substantial conformance and meet the spirit and intent of the Atlas Specific Plan. Such adjustments will not require an amendment to the Atlas Specific Plan.

The City Planning Director may approve minor adjustments of up to a 5% increase in the development intensity of any site within the Atlas Specific Plan provided that there is a concurrent reciprocal reduction of development intensity on another site within the Atlas Specific Plan such that the net overall development allocation within the Atlas Specific Plan is not changed. Atlas Hotels, Inc. shall be responsible for demonstrating the development allocation balance pursuant to any requested development intensity adjustment in a form satisfactory to the City Planning Director. Such adjustments will not require an amendment to the Atlas Specific Plan. Regardless of any development intensity adjustment requested, the total traffic volume ADT level related to the Atlas Specific Plan shall remain unchanged.

If any ambiguity or discrepancy arises between the text and/or illustrations within this Specific Plan, the more restrictive shall apply unless otherwise approved by the City Planning Director. The Atlas Specific Plan contains specific standards and criteria for development of the sites within the specific plan area. As such, should any conflict arise between provisions of the Specific Plan and other applicable adopted City plans and/or ordinances, this Specific Plan shall prevail.

Zoning Regulations

Development projects within the Atlas Specific Plan area shall be implemented according to the CA, CO, and CR zoning regulations. Proposed zoning designations for the specific plan area are illustrated in Figure 78. The CA, CO and CR zoning regulations are modified by the development criteria contained in the Urban Design Element and the parking standards contained in the Transportation Element of this specific plan.

Subdivision Maps

The following sections of this Implementation Element identify the major improvements that will be required for future Planned Commercial Development permits and possible subdivision or parcel maps. Subdivision improvements are required by the City to be constructed, bonded for, or otherwise assured to the satisfaction of the City prior to the recording of a final map.

B. PHASING OF DEVELOPMENT

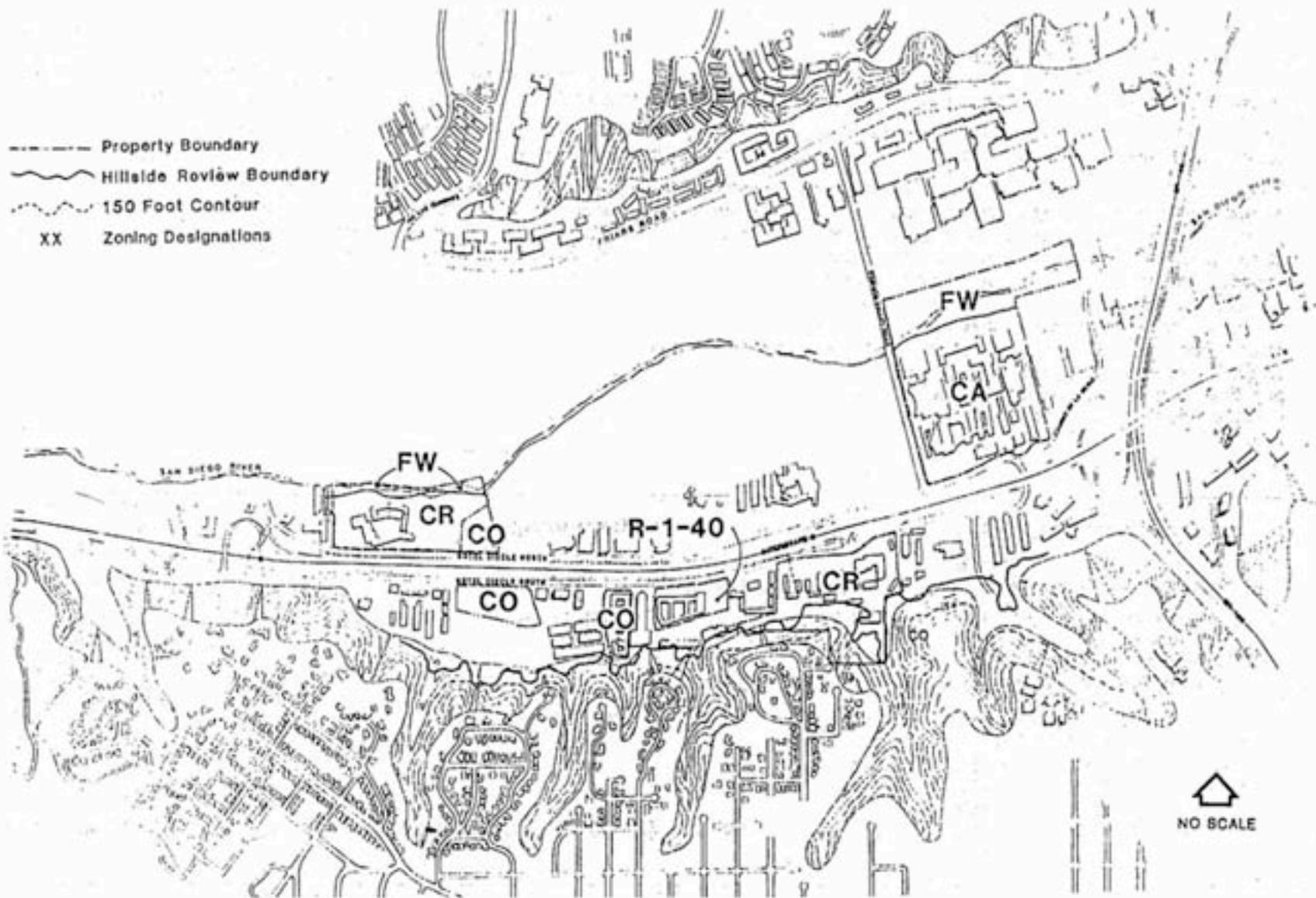
The phasing program for development of the Atlas Specific Plan is shown in Table 14. Identification of the public improvements which will be provided in conjunction with development of the sites within the specific plan area is provided in the following public facilities and improvements section of the Plan Implementation Element of this Specific Plan.

Flexibility must be allowed within any long range phasing plan. Market conditions change rapidly, and Atlas must be able to move in conformity to the demands of the market place. For this reason, the Atlas Specific Plan shall remain flexible. Atlas will be permitted to adjust the phasing schedule, or construction now anticipated in the various phases, as long as Atlas provides the contribution to the financing of public improvements required in conjunction with the portion of the project actually being constructed, with such contribution to be determined in cooperation with the Transportation and Traffic Engineering Division of the City of San Diego.

C. PUBLIC FACILITIES AND IMPROVEMENTS

The provision of transportation improvements associated with the Atlas Specific Plan is summarized in Tables 12 and 13, included in the transportation element of this specific plan. Tables 12 and 13 outline the transportation improvements necessary to serve the Mission Valley area under the cumulative development scenario outlined in the Atlas Specific Plan and includes the EDU threshold and Atlas development phase at which specific transportation improvements would be

- Property Boundary
- ~~~~~ Hillside Review Boundary
- ~~~~~ 150 Foot Contour
- XX Zoning Designations



Existing Zoning
Atlas Specific Plan

Table 14
Atlas Specific Plan
Proposed Phasing of Development

| Phase | Est. (5.) (3.) Years to Construct | Est. (4.) Date of Completion | Site | Development |
|-------------------------|---|------------------------------------|---|--|
| Phase 1 ^(1.) | 2 | | Town & Country - Phase 1 | Net Additional Hotel Rooms; KSF New Exhibit Hall; KSF New Meeting/Conference Center KSF Addition to Mission Ballroom; Southeast Parking Stru KSF Office |
| | | | | 562 100.0 39.1 29.5 |
| Phase 2 ^(2.) | 3 | | Hanalei Tower Town & Country - Phase 2 ^(2.) | Net Additional Hotel Rooms; Northeast Parking Structure; (2) River Channel Improvements; Net Additional Hotel Rooms |
| | | | | 157.5 778 |
| Phase 3 ^(2.) | 2 | | Hanalei Hotel Town & Country - Phase 3 | Northwest Parking Structure; Restaurant/Lounge |
| | | | | 202 |
| Phase 4 | 2 | | Mission Valley Inn | Net Additional Hotel Rooms |
| | | | | 96 |

(1.) No alteration to floodway, no revegetation required.

(2.) Atlas will construct the river improvements between Fashion Valley Road and SR-163. The described improvements will be constructed at Atlas' cost and expense in conjunction with Phase 2 of the development at the Town and Country site provided, however, that if Atlas proposes development within the 100-year floodway as a part of Phase 1 of the development of the Town and Country site, the river improvement will be implemented concurrently with Phase 1. Funding will be assured by bonding prior to the issuance of building permits for any development on Atlas property, and, if the improvements have not been funded on or before June 30, 1995, said funding shall then be assured by letter of credit to be filed by Atlas with the City, or, in the alternative, by the formation of a special assessment district with Atlas as the sole participant, to cover the entire cost of Atlas commitment to construction of the flood control channel. Atlas may seek to establish one or more assessment districts for the purpose of financing the construction of the river improvements, including the wetlands area and public amenities adjacent to the river, and City shall assist Atlas in establishing such assessment districts.

(3.) Estimated years to construct refers to construction time only and does not include design or permitting time. Refer to the phasing of development text of this specific plan for additional remarks.

(4.) Estimated date refers to the estimated time of completion of construction. Refer to phasing of development text of this specific plan for additional remarks.

provided. Other public facilities and improvements to be provided in conjunction with the Atlas Specific Plan are summarized below.

| <u>Description</u> | <u>Implementation</u> |
|--|--|
| <u>Flood Control</u> | |
| 1. Flood control improvements: as described in river improvement element, including the pedestrian/bicycle bridge across the San Diego River | Atlas will construct the river improvements between Fashion Valley Road and SR 163. The described improvements will be constructed at Atlas' cost and expense in conjunction with Phase 2 of the development at the Town and Country site, provided, however, that if Atlas proposes development within the 100-year floodway as a part of Phase 1 of the development of the Town and Country site, the river improvements will be implemented concurrently with Phase 1. Funding will be assured by bonding prior to the issuance of building permits for any development on Atlas property, and, if the improvements have not been funded on or before June 30, 1995, said funding shall then be assured by letter of credit to be filed by Atlas with the City, or, in the alternative, by the formation of a special assessment district, with Atlas as the sole participant, to cover the entire cost of Atlas commitment to construction of the flood control channel. Atlas may seek to establish one or more assessment districts for the purpose of financing the construction of the river improvements, including the wetlands areas and other public amenities adjacent to the river, and City shall assist Atlas in establishing such assessment districts. The LRT, as designed by MTDB, will not be constructed on Atlas property. Therefore, Atlas will not be providing right-of-way for the LRT. |
| <u>Revegetation</u> | |
| 2. Revegetation Plan | At time of implementation of flood control improvements. |

Public Transit

- | | | |
|----|--|--|
| 3. | Provide funding for at-grade LRT facility and at-grade LRT station adjacent to Town and Country site | Funding for the equivalent at-grade LRT facilities will be assured by bonding prior to the issuance of building permits for any development on Atlas property, and, if the improvements have not been funded on or before June 30, 1995, said funding shall then be assured by letter of credit to be filed by Atlas with the City, or, in the alternative, by the formation of a special assessment district, with Atlas as the sole participant, to cover the entire cost of the Atlas commitment to construction of the at-grade LRT facility and at-grade LRT station. |
| 4. | Provide bus stops as required by San Diego Transit Corp. | With street improvements |

Bikeways

- | | | |
|----|---|--|
| 5. | Provide bicycle network connecting to community plan bikeway system | With development of individual sites, in conjunction with individually approved street and river corridor improvements |
|----|---|--|

Public Facilities

- | | | |
|-----|--------------------------|---|
| 6. | Water | Project-serving facilities provided by developer per Council Policy 400-7 |
| 7. | Sewer | Project-serving facilities provided by developer per Council Policy 400-7 |
| 8. | Storm Drainage | With street improvements |
| 9. | Gas and Electric | Provided by SDG&E |
| 10. | Telephone Service | Provided by Pacific Telephone |
| 11. | Cable Television Service | Provided by private cable TV service |
| 12. | Open space | |
| | - River Corridor | At time of implementation of flood control improvements |
| | - Open space linkage | Contained within and provided with development of individual sites, as improved |

Off-site Improvements

- | | | |
|-----|---|---|
| 13. | Fire Protection | Through payment of Development Impact Fees as required by the Interim Public Facilities Financing Plan for Mission Valley |
| 14. | Off-site transportation improvements | To be provided as summarized in Table 13 |
| 15. | Intersection improvements, signing, signal modification | With development of individual sites as determined by City engineer To be provided as summarized in Table 13 |
| 16. | Pilot channel-transition to Levi-Cushman | With flood control improvements at the Town and Country site. The transition channel will be constructed by Atlas only if the Atlas flood control improvements are implemented prior to the implementation of the Levi-Cushman flood control improvements |

D. FINANCING

Public Improvements, Facilities and Services

The Mission Valley Community Plan and the Atlas Specific Plan provide for subdivision improvements for the Atlas Specific Plan properties consisting of (1) construction and/or improvement of specified transportation and infrastructure projects, (2) construction of public facilities, (3) improvement of the San Diego River Flood Channel, and, (4) dedication of certain land necessary to implement the foregoing. Accordingly, Atlas Hotels, Inc. shall locate on the real property, and construct thereon, the public improvements and facilities as designated herein, and shall dedicate a portion of the real property required to accommodate such improvements and facilities as specified in this specific plan. To the extent that improvements and facilities are to be located off site of the Atlas property, Atlas agrees to pay a fair and reasonable portion of the cost for such improvements and facilities, as set forth in this specific plan. Construction, dedication, and/or payment by Atlas in lieu of such construction or dedication, shall constitute the full extent of Atlas' obligation to construct, dedicate property and pay for subdivision improvements for the project, except for the development impact fees described hereafter. Such public improvements, facilities, and dedications include the following primary improvements:

1. River and Landscape Improvements: Atlas will construct the river improvements between Fashion Valley Road and SR-163. The described improvements will be constructed at Atlas' cost and expense with Phase 2 of

the development at the Town and Country site, provided, however, that if Atlas proposes development within the 100-year floodway as a part of Phase I of the development of the Town and Country site, the river improvements will be implemented concurrently with Phase I. The pedestrian/bicycle bridge across the San Diego River will be constructed in conjunction with the river improvements. Atlas will bond for the improvements, or provide other assurance of funding acceptable to the City, at the time the City issues building permits for Phase I of the development at the Town and Country site. Atlas may seek to establish one or more assessment districts for the purpose of financing the construction of the river improvements, including the wetlands area and other public amenities adjacent to the river, and City shall assist Atlas in establishing such assessment districts.

2. Maintenance of River and Landscape Improvements: Atlas Hotels, Inc. will retain ownership of the river improvements described in paragraph 1 above, and be responsible for operation, maintenance, and repair of same for a period of five years following completion of such improvements. Thereafter, maintenance and repair of the facilities will be provided by a maintenance district or other similar mechanism in which Atlas will participate in perpetuity.

3. Transportation Improvements: Table 15 of this Specific Plan sets forth the transportation improvements in which Atlas Hotels, Inc. will participate, the degree of participation in each improvement, the method of that participation (directly or through Development Impact Fees) and the phase of the Atlas development during which each of the improvements will be implemented. This table includes both improvements required by the Mission Valley Community Plan, and additional improvements in which Atlas will participate.

The construction of some of the transportation improvements described in Table 15 will provide a substantial benefit to owners of land adjoining the real property. As a result, a portion of the cost of such improvements and dedications may be allocated to adjoining and other benefitted landowners. It is anticipated that the City may establish one or more assessment districts, or other financing mechanisms, for the purpose of financing construction of the improvements and to obtain contributions toward the dedication of rights-of-way. Atlas may also seek reimbursement agreements with the City and/or owners and developers of land benefitted by the public improvements to permit Atlas to recover an equitable portion of the cost of such improvements and dedications. In the alternative, Atlas may receive a credit equal to the cost of improvements and value of dedications allocated to adjoining and other benefitted landowners to be applied by Atlas toward its obligations under an assessment district formed for the purpose of providing the described improvements. The City will cooperate and assist Atlas in establishing such assessment districts as needed to implement the improvements, and shall enforce any City-approved reimbursement agreements by requiring reimbursement to Atlas as a condition to the approval of subdivision improvements on the benefitted lands, other than the Atlas property. Said enforcement will include payments by other owners and/or developers to the City that will be passed through the City to Atlas.

4. LRT: Atlas will fund construction of an at-grade LRT station and at-grade LRT facility the length of the Town and Country property. Funding for the equivalent at-grade LRT facilities will be assured by bonding prior to the issuance of building permits for any development on Atlas property, and, if the improvements have not been funded on or before June 30, 1995, said funding shall then be assured by letter of credit to be filed by Atlas with the City, or, in the alternative, by the formation of a special assessment district, with Atlas as the sole participant, to cover the entire cost of the Atlas commitment to construction of the at-grade LRT facility and at-grade station.

Atlas acknowledges that the City and/or Metropolitan Transit Development Board may establish one or more assessment districts to finance the construction of the LRT system in Mission Valley. Atlas will agree not to oppose the formation of such an assessment district provided that assessments for right-of-way acquisition and construction payable by Atlas thereunder, when added to the sums already provided by Atlas for the LRT system, do not exceed the cost of construction of an at-grade LRT station and at-grade facility the length of the Town and Country property.

The LRT, as designed by MTDB, will not be constructed on Atlas property. Therefore, Atlas will not be providing right-of-way for the LRT.

5. Bicycle and Pedestrian Circulation: Atlas will fund construction of bicycle and pedestrian circulation facilities on the Atlas properties and the shared pedestrian/bicycle path along the river corridor, as described in this specific plan. The improvements will be implemented in conjunction with the development of each of the properties included in the Atlas Specific Plan, with the exception of the shared pedestrian/bicycle path along the river corridor at the Town and Country site which will be implemented in conjunction with the river improvements.

6. Streetscapes: Atlas will fund construction of streetscapes on each of the Atlas properties, as described in this specific plan. Implementation on each site will occur in conjunction with the development of the site, or at the time development levels trigger street improvements adjacent to the site.

7. Development Impact Fees: The Mission Valley Community Plan identified the public improvements and facilities to be implemented and financed by the Mission Valley Interim Public Facilities Financing Plan and Development Impact Fee (January, 1988), which included the related development impact fee schedule. The ultimate Mission Valley Financing Plan, in preparation by the City, will provide for construction of certain other regional transportation and infrastructure improvements. Such improvements and fees are intended to mitigate and accommodate development occurring throughout Mission Valley and thus will be proportionally allocated to owners of property subject to the community plan through means of a "Development Impact Fee Plan".

At this time, the City has not adopted a complete Mission Valley Financing Plan, although the Mission Valley Interim Public Facilities Financing Plan and Development Impact Fee has been adopted. Atlas will pay its allocated share

of the development impact fees in effect at the time of building permit issuance as required by the adopted interim plan. Further, attached hereto are a letter of agreement dated June 1, 1987, with regard to participation by Atlas Hotels, Inc. in the financing of traffic circulation improvements for Mission Valley, and a letter of March 10, 1987, by which Atlas makes a specific commitment for participation in the funding of the Fashion Valley Road interchange.

Atlas may, from time to time, elect to construct at its own cost and expense one or more of the regional public improvements or other improvements subject to the development impact fees. If Atlas constructs one or more of said improvements, and/or dedicates land to the City for such public improvements, Atlas shall receive from the City, upon recordation of a notice of completion and acceptance, and upon approval by the City Council, a credit equal to the actual substantiated cost of construction of such public improvement and/or the fair market value of land dedicated by Atlas for said purpose. Atlas shall be entitled to apply such credit or credits toward its obligation to pay impact fees up to the full amount of the credit. Atlas shall retain the right to apply such credits to the development of one or more of the Atlas sites in order to fulfill, in whole or part, the impact fee obligations with respect to such site.

TABLE 15
 PRELIMINARY CIRCULATION SYSTEM IMPROVEMENT COST SHARING
 Atlas Hotels Master Plan
 Mission Valley, San Diego

| DIF PROJECT NO. | IMPROVEMENT | APPROXIMATE CONSTRUCTION COST | LAND COST (\$/SF) | APPROXIMATE TOTAL COST | ATLAS PERCENTAGE | DIF FUNDING | DEVELOPMENT THRESHOLD SECTOR | CUMULATIVE EQU THRESHOLD | CONCURRENT ATLAS PHASE |
|-----------------|--|-------------------------------|-------------------|------------------------|------------------|----------------------|------------------------------|--------------------------|------------------------|
| 4 | Restripe Hotel Circle South, from EB Hotel Circle ramp to Camino de la Reina | \$ 8,000 | \$ 0 | \$ 8,000 | 0% | | 1-4 | 0 | 1 |
| 5 | Increase capacity at I-8/Hotel Circle ramps (Interim) | 270,000 | 250,000 | 520,000 | 33 | | 1-4 | 0 | 1 |
| 6 | Restripe Friars Road | 80,000 | 0 | 80,000 | 0 | | 1 or 3,4 | 400 2,900 | 4, 4, |
| 7 | Reconstruct Camino de la Reina from Napa to Fashion Valley *plus \$5,400,000 DIF FUNDS | 3,640,000 | 12,500,000 | 16,140,000* | 22 | Partially DIF funded | 1,3,4 | 5,100 | 4, |
| 8A | Restripe Hotel Circle South, remove parking, from I-8/ Presidio to EB Hotel Circle ramps | 15,000 | 0 | 15,000 | 40 | | 1,3,4 | 0 | 1 |
| 8B | Widen Hotel Circle South to four lanes from Camino de la Reina to EB Hotel Circle ramps | 1,920,000 | 680,000 | 2,600,000 | 33 | | 1,3,4 | 0 | 1 |
| 9 | Widen Hotel Circle South from EB Hotel Circle ramps to I-8/Presidio | 1,450,000 | 150,000 | 1,600,000 | | 100% DIF funded | 1,3,4 | 5,100 | 4, |
| 10A | Widen Hotel Circle North between WB I-8 ramps and Camino de la Reina | 575,000 | 535,000 | 1,110,000 | 40 | | 1-4 | 0 | 1 |
| 10B | Construct Camino de la Reina from SR-163 to Fashion Valley Road | 2,060,000 | 7,750,000 | 9,810,000 | 56 | | 1,3,4 | 2,900 | 4, |
| 11 | Widen existing Camino de la Reina from Avenida del Rio to Hotel Circle | 1,000,000 | 1,000,000 | 2,000,000 | 18 | | 1,3,4 | 1,800 | 4, |

THESE COST ESTIMATES ARE VERY PRELIMINARY AND WILL NOT BE THE ACTUAL CONSTRUCTION COST AT THE TIME OF IMPLEMENTATION. THESE ESTIMATES SHOULD ONLY BE USED AS A GUIDE FOR DETERMINING PERCENTAGE OF DISTRIBUTION COST.

* indicates that a Project will be triggered only by cumulative development. Atlas will provide its share of funding upon this event which is not anticipated to occur until after Phase 4 of the Atlas Development.

TABLE 15
 PRELIMINARY CIRCULATION SYSTEM IMPROVEMENT COST SHARING
 Atlas Hotels Master Plan
 Mission Valley, San Diego

| DIF PROJECT NO. | IMPROVEMENT | APPROXIMATE CONSTRUCTION COST (\$) | LAND COST (\$/SF) | APPROXIMATE TOTAL COST | ATLAS PERCENTAGE CITY TO PROVIDE | DIF FUNDING SOURCE | DEVELOPMENT THRESHOLD SECTOR | CUMULATIVE COST THRESHOLD | CONCURRENT ATLAS PHASE |
|-----------------|--|------------------------------------|-------------------|------------------------|----------------------------------|----------------------|------------------------------|---------------------------|------------------------|
| 12 | Construct Via Las Cumbres Interchange plus \$3,000,000 from Caltrans | 10,000,000 | 46,000,000 | 56,000,000* | | | 1,3,4 | 5,100 | 4* |
| 13 | Construct Via Las Cumbres | 6,800,000 | 4,750,000 | 11,550,000 | 25 | | 1,3,4 | 5,100 | 4* |
| 14 | Add dual left turns for EB/NB SR-163/Friars Road | 324,000 | 0 | 324,000 | 25 | | 1-4 | 500 | 1 |
| 15 | Improve Hazard Center Road to a 4-lane major road from Fashion Valley Road to Mission Center Road - \$3,600,000 from DIF FUNDS | 2,560,000 | 3,325,000 | 5,885,000* | 5 | Partially DIF funded | 1,2,4-7 | 12,000 | 4* |
| 16 | Construct SB offramp to WB Friars Road at SR-163 | 2,214,000 | 750,000 | 2,964,000 | | 100% DIF funded | 1-4 | 7,500 | 4* |
| 17 | Add third WB through-lane Friars Road at SR-163 | 55,000 | 0 | 55,000 | 25 | | 1,2,4-7 | 4,700 | 4* |
| 18 | At SR-163 and Friars Road, move NB on ramps eastward, or replace with a loop or flyover | 1,621,000 | 0 | 1,621,000 | 6 | | 1,2,4-7 | 18,000 | 4* |
| 19A | Widen Camino de la Reina to 4-lane major road from SR-163 to Mission Center Road | 800,000 | 2,850,000 | 3,650,000 | 5 | | 1,2,4-7 | 2,900 | 4* |
| SUBTOTAL: | | \$25,392,000 | \$88,540,000 | \$113,932,000 | | | | | |

THESE COST ESTIMATES ARE VERY PRELIMINARY AND WILL NOT BE THE ACTUAL CONSTRUCTION COST AT THE TIME OF IMPLEMENTATION. THESE ESTIMATES SHOULD ONLY BE USED AS A GUIDE FOR DETERMINING PERCENTAGE OF DISTRIBUTION COST.

* indicates that a Project will be triggered only by cumulative development. Atlas will provide its share of funding upon this event which is not anticipated to occur until after Phase 4 of the Atlas Development.

Funding sources for this project have not yet been determined by the City, but Atlas has reserved approximately 3.7 acres of land, referred to as the Evelyn Terrace site, for the Via Las Cumbres Interchange. This land will be irrevocably dedicated to the City as Atlas full fair share contribution to the right-of-way and construction of the Via Las Cumbres Interchange. If the interchange has not been constructed within 10 years after Atlas and the City have entered into a development agreement pursuant to the Atlas Specific Plan, and absence of the interchange precludes Atlas' redevelopment of its Mission Valley Inn site, City shall reconvey the Evelyn Terrace site to Atlas with its development intensity allocations (1.006 average daily trips).

TABLE 15
 PRELIMINARY CIRCULATION SYSTEM IMPROVEMENT COST SHARING
 Atlas Hotels Master Plan
 Mission Valley, San Diego

| DIF PROJECT NO. | IMPROVEMENT IMPOSED BY COMMUNITY PLAN | APPROXIMATE CONSTRUCTION COST | LAND COST (@ \$25/SF) | APPROXIMATE TOTAL COST | ATLAS PERCENTAGE | DIF FUNDING | DEVELOPMENT THRESHOLD SECTOR | CUMULATIVE EDU THRESHOLD | CONCURRENT ATLAS PHASE |
|-----------------------|--|-------------------------------------|--------------------------|---------------------------|---------------------|----------------|------------------------------------|-----------------------------|---------------------------|
| A | Widen Presidio over- crossing to 4 lanes | \$ 800,000 | \$ 0 | \$ 800,000 | 20% | | 1,3,4 | 6,500 | |
| B | Restripe Hotel Circle North | 10,000 | 0 | 10,000 | 40 | | 1,3,4 | 5,100 | 4+ |
| C | Widen Fashion Valley Road | 2,565,000 | 3,600,000 | 6,165,000 | 40 | | 1-4 | 0 | 1 |
| D | Construct new Fashion Valley interchange | 2,600,000 | 6,400,000 | 9,000,000 | 25 | | 1-4 | 0 | 4+ |
| E | Remove existing WB ramps to Hotel Circle | 130,000 | 0 | 130,000 | 25 | | 1-4 | 1,800 | 4+ |
| F | Widen Hotel Circle North to four lanes between the Presidio overpass of I-8 and Via Las Cumbres | 575,000 | 531,000 | 1,106,000 | 44 | | 1,3,4 | 5,100 | 4+ |
| SUBTOTAL: | | \$6,680,000 | \$10,531,000 | \$17,211,000 | | | | | |

THESE COST ESTIMATES ARE VERY PRELIMINARY AND WILL NOT BE THE ACTUAL CONSTRUCTION COST AT THE TIME OF IMPLEMENTATION. THESE ESTIMATES SHOULD ONLY BE USED AS A GUIDE FOR DETERMINING PERCENTAGE OF DISTRIBUTION COST.

- 4+ indicates that a project will be triggered only by cumulative development. Atlas will provide its share of funding upon this event which is not anticipated to occur until after Phase 4 of the Atlas Development.
- The Traffic Impact Report for the Atlas Specific Plan shows that the traffic impacts of the first four phases of the Atlas Project can be mitigated without the interchange, unless Phase 1 of the adjacent Levi-Cushman (Chevron) project occurs concurrently with one of the early phases of the Atlas development. To insure that the Atlas Project will not hinder future construction of the interchange, Atlas Hotels will commit its fair share of the cost of the interchange at such time as Atlas begins construction of the first phase of the redevelopment of the Town and Country site, with such fair share to be determined in cooperation with the Transportation and Traffic Engineering Division of the City of San Diego. Atlas will also construct the necessary improvements to mitigate the interim impacts associated with the Atlas development to provide acceptable levels of service on all roadways adjacent to the Town and Country site during each phase of Atlas development of the site.

TABLE 15
 PRELIMINARY CIRCULATION SYSTEM IMPROVEMENT COST SHARING
 Atlas Hotels Master Plan
 Mission Valley, San Diego

| DIF PROJECT NO. | IMPROVEMENT OTHER IMPROVEMENTS | APPROXIMATE CONSTRUCTION COST | LAND COST (\$25/SF) | APPROXIMATE TOTAL COST | ATLAS PERCENTAGE | DIF FUNDING | DEVELOPMENT THRESHOLD SECTOR | CUMULATIVE EOU THRESHOLD | CONCURRENT ATLAS PHASE |
|-----------------|---|-------------------------------|---------------------|------------------------|------------------|-------------|------------------------------|--------------------------|------------------------|
| LC1 | Construct Street B as 4-lane major from Street C to Fashion Valley Road | \$ 1,076,000 | \$ 4,500,000 | \$ 5,576,000 | 22% | | 1,3,4 | 1,800 | 4* |
| LC2 | Construct Street C as 4-lane major from the river to Street B | 576,000 | 3,000,000 | 3,576,000 | 0 | | 4 | 1,700 | 4* |
| LC6 | Provide minor intersection improvements at various locations as required by City Engineer | 500,000 | 0 | 500,000 | 33 | | 1 | 1,800 | |
| LC8 | Construct Street C as 4-lane road from Friars Road to the river | 3,494,000 | 3,250,000 | 6,744,000 | 0 | | 1 | 1,800 | |
| LC9 | Construct Street D as 4-lane major from Friars to Camino de la Reina | 405,000 | 1,250,000 | 1,655,000 | 0 | | 1 | 1,800 | |
| LC 12 | Construct WB Friars to SB Morena/I-5 connection | 2,430,000 | 1,250,000 | 3,680,000 | 14 | | 1,3,4 | 6,200 | |
| LC 15 | Construct Street B as 4-lane major from Street C to Via Las Cumbres | 1,605,000 | 6,875,000 | 8,480,000 | 22 | | 1,3,4 | 6,200 | |
| RV1 | Widen & signalize the "River Valley" project (access at Hotel Circle North to provide necessary through and turn lanes) | 250,000 | 272,000 | 522,000 | 0 | | 3,4 | 0 | 1 |
| SUBTOTAL: | | \$10,226,000 | \$20,392,000 | \$ 30,212,000 | | | | | |
| GRAND TOTAL: | | \$52,408,000 | \$111,468,000 | \$163,876,000 | | | | | |

THESE COST ESTIMATES ARE VERY PRELIMINARY AND WILL NOT BE THE ACTUAL CONSTRUCTION COST AT THE TIME OF IMPLEMENTATION. THESE ESTIMATES SHOULD ONLY BE USED AS A GUIDE FOR DETERMINING PERCENTAGE OF DISTRIBUTION COST.

4* indicates that a Project will be triggered only by cumulative development. Atlas will provide its share of funding upon this event which is not anticipated to occur until after Phase 4 of the Atlas Development.